

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ Chapter 11
	§
ATP Oil & Gas Corporation,	§ Case No.: 12-36187
	§
Debtor.	§ Hon. Marvin Isgur

NOTICE OF FILING OF REVISED PROPOSED ORDER TO 9019 MOTION
[Related to Dkt. Nos. 2937 & 2961]

PLEASE TAKE NOTICE that attached hereto as Exhibit A is a revised proposed *FINAL ORDER APPROVING: (I) COMPROMISES AND SETTLEMENTS BETWEEN THE DEBTOR AND MARUBENI OIL & GAS (USA) INC. AND BETWEEN THE DEBTOR AND THE WILLIAMS COMPANIES, INC.; (II) SALE OF DEBTOR'S INTEREST IN CERTAIN INVENTORY FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES; (III) ASSUMPTION AND ASSIGNMENT OF CERTAIN RIGHTS OF WAY FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES; (IV) APPROVING CERTAIN PROCEDURES RELATED TO THE ASSUMPTION AND THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED LEASES; (V) REJECTION OF CERTAIN EXECUTORY CONTRACTS AND INCORPORATING PROCEDURES RELATING THERETO; (VI) FORM AND MANNER OF THE SALE AND THE SALE HEARING; AND (VI) GRANTING RELATED RELIEF CONSISTENT THEREWITH* [Dkt. No. 2937] (the “**9019 Order**”).

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit B is a copy of the 9019 Order in redline format indicating all cumulative changes to the 9019 Order previously filed at Dkt. No. 2961.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit C is a revised draft of Exhibit 10 to the 9019 Motion.

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit D is a revised draft of Exhibit 10 to the 9019 Motion in redline format indicating all cumulative changes thereto.

PLEASE TAKE FURTHER NOTICE that, based upon the revisions that have been made to the revised 9019 Order attached hereto as Exhibit A pursuant to negotiations between the Debtor, MOGUS and those parties who had objected to the relief sought in the 9019 Motion (including, in particular, the inclusion of new Paragraphs 61 through 67), the Debtor believes that the limited objections asserted by BP and Total at Docket No. 2969 have been fully resolved.

Dated: February 26, 2014

Respectfully submitted,

MAYER BROWN LLP

By: /s/ Charles S. Kelley
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**ATTORNEYS TO THE DEBTOR AND
DEBTOR-IN-POSSESSION**